

AMENDMENT TO OIL AND GAS LEASE

THE STATE OF TEXAS

KNOW ALL MEN BY THESE PRESENTS

COUNTY OF TARRANT

WHEREAS, the CITY OF ARLINGTON, a home rule municipal corporation of the State of Texas located with Tarrant County, Texas ("Lessor") and CHESAPEAKE EXPLORATION, L.L.C., an Oklahoma limited liability company ("Lessee") entered into an Oil and Gas Lease (Restricted Surface Use), dated effective as of August 22, 2007 (the "Lease"), as evidenced by a Memorandum of Oil and Gas Lease, dated August 22, 2007, and filed for record in Instrument No. D207324648 of the Real Property Records of Tarrant County, Texas; and

WHEREAS, Lessor and Lessee now desire to amend the Lease, as specified below;

NOW THEREFORE, for valuable consideration and in consideration of mutual covenants, Lessor and Lessee hereby agree as follows:

1. The Lease land description on Exhibit "A" shall be modified to include the following tracts of land, containing in the aggregate approximately 2.043 acres:
 37. Being approximately **1.596** acres of land out of the Josiah O'Daniel Survey, Abstract No.1186, City of Arlington, Tarrant County, Texas, conveyed by Warranty Deed to the City of Arlington, as recorded in Instrument No. D201095043, of the Deed Records of Tarrant County, Texas.
 38. Being approximately **0.447** acres of land out of the Josiah O'Daniel Survey, Abstract No.1186, City of Arlington, Tarrant County, Texas, conveyed by Warranty Deed to the City of Arlington, as recorded in Instrument No. D201095045, of the Deed Records of Tarrant County, Texas.
2. Miscellaneous. The Lease, as expressly amended by this Amendment, shall continue in full force and effect in accordance with its terms. If the terms of this Amendment conflict with the terms of the Lease, then the terms of this Amendment shall govern.
3. Counterparts. This Amendment maybe executed in multiple counterparts, and by the parties hereto on separate counterparts, and each counterpart, when so executed and delivered shall constitute an original agreement, and all such separate counterparts shall constitute one and the same agreement.

4
Memorandum. It is understood and agreed that a Memorandum of Amendment to Oil and Gas Lease may be filed of record for the purpose of providing record notice of the existence of this Amendment in lieu of recording the executed original. Said Memorandum of Amendment to Oil and Gas Lease shall be recorded in the Official Public Records of Tarrant County, Texas, within a reasonable time by Lessee with a copy thereof to be promptly furnished to Lessor.

EXECUTED this 18th, day of November, 2008.

LESSEE:

Chesapeake Exploration, L.L.C.,
an Oklahoma limited liability company

By: 

Henry J. Hood, Senior Vice President –
Land and Legal & General Counsel



LESSOR:

CITY OF ARLINGTON, TEXAS

By: 

Name: Fiona M. Allen
Title: Deputy City Manager

ATTEST:


Karen Barlar, City Secretary

APPROVED AS TO FORM:


Jay Doegey, City Attorney

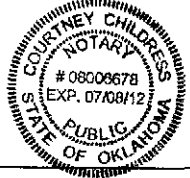
ACKNOWLEDGEMENTS

STATE OF OKLAHOMA §
COUNTY OF OKLAHOMA §

CHESAPEAKE EXPLORATION, L.L.C.

BEFORE ME, the undersigned authority, a Notary Public in and for the State of Oklahoma, on this day personally appeared, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed same for and as the act and deed of CHESAPEAKE EXPLORATION, L.L.C., thereof, and for the purposes and consideration therein expressed and in the capacity therein stated.

GIVEN UNDER MY HAND AND SEAL OF OFFICE this the 17th day of November, 2008.



My Commission Expires

Courtney Childress
Notary Public in and for
The State of Oklahoma
Courtney Childress
Notary's Printed Name

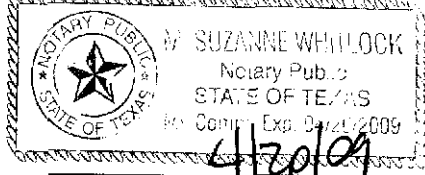
THE STATE OF TEXAS

CITY OF ARLINGTON, TEXAS

COUNTY OF TARRANT

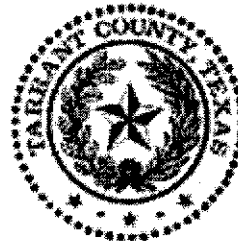
BEFORE ME, the undersigned authority, a Notary Public in and for the State of Texas, on this day personally appeared Fiona M. Allen, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that she executed same for and as the act and deed of the CITY OF ARLINGTON, TEXAS, a municipal corporation of the State of Texas, Tarrant County, Texas, and as the Deputy City Manager thereof, and for the purposes and consideration therein expressed and in the capacity therein stated.

GIVEN UNDER MY HAND AND SEAL OF OFFICE this the 2nd day of DECEMBER, 2008.



My Commission Expires

M. Suzanne Whitlock
Notary Public in and for
The State of Texas
M. Suzanne Whitlock
Notary's Printed Name



COURTNEY CHILDRESS
CHESAPEAKE ENERGY CORP
PO BOX 18496
OKLAHOMA CITY OK 73154
Submitter: TERRY HARRIS

SUZANNE HENDERSON
TARRANT COUNTY CLERK
TARRANT COUNTY COURTHOUSE
100 WEST WEATHERFORD
FORT WORTH, TX 76196-0401

DO NOT DESTROY
WARNING - THIS IS PART OF THE OFFICIAL RECORD.

Filed For Registration: 12/17/2008 08:48 AM
Instrument #: D208458001
LSE 4 PGS \$24.00

By: *LS*



D208458001

**ANY PROVISION WHICH RESTRICTS THE SALE, RENTAL OR USE
OF THE DESCRIBED REAL PROPERTY BECAUSE OF COLOR OR
RACE IS INVALID AND UNENFORCEABLE UNDER FEDERAL LAW.**

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